

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-____ (____)
Debtors. : (Jointly Administered)
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FINAL ORDER UNDER 11 U.S.C. § 327(e) AND
FED R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF
SHEARMAN & STERLING LLP AS SPECIAL COUNSEL TO DEBTORS

("SHEARMAN & STERLING RETENTION ORDER")

Upon the application, dated October 8, 2005 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. § 327(e) and Fed. R. Bankr. P. 2014(a) authorizing the employment and retention of Shearman & Sterling LLP ("Shearman & Sterling") as special counsel to the Debtors; and upon the Affidavit Of Robert S. Miller, Jr. In Support Of Chapter 11 Petitions And First Day Orders, sworn to October 8, 2005, and on the Affidavit of Douglas P. Bartner (the "Bartner Affidavit") in support of the Application; and this Court being satisfied with the representations made in the Application and the Bartner Affidavit that Shearman & Sterling does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which Shearman & Sterling is to be employed, and that Shearman & Sterling's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED on a final basis.
2. The Debtors' employment of Shearman & Sterling as their special counsel, effective as of the Application date, to perform the services set forth in the Application, is approved under section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").
3. Shearman & Sterling shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.
5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
October ●, 2005

UNITED STATES BANKRUPTCY JUDGE